

DECLARATION AND POWER OF ATTORNEY

As the below-named inventors, we declare that:

Our residences, post office addresses, and citizenships are as stated below under our names.

We believe we are the original, first, and joint inventors of the invention entitled "USER PROGRAM AND OPERATING SYSTEM INTERFACE IN A MULTITHREADED ENVIRONMENT," which is described and claimed in the specification and claims of Patent Application No. 09/192,205, which we filed in the United States Patent and Trademark Office on November 13, 1998, and for which a patent is sought.

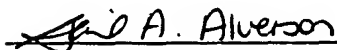
We have reviewed and understand the contents of the above-entitled specification, including the claims, as amended by any amendment specifically referred to herein (if any).

We acknowledge our duty to disclose information of which we are aware which is material to the patentability and examination of this application in accordance with 37 C.F.R. § 1.56(a).

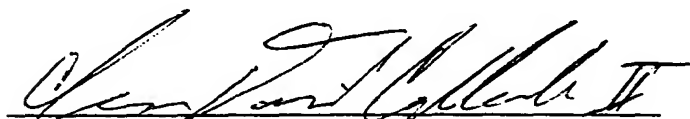
We hereby appoint RICHARD W. SEED, Reg. No. 16,557; ROBERT J. BAYNHAM, Reg. No. 22,846; EDWARD W. BULCHIS, Reg. No. 26,847; GEORGE C. RONDEAU, JR., Reg. No. 28,893; DAVID H. DEITS, Reg. No. 28,066; WILLIAM O. FERRON, JR., Reg. No. 30,633; PAUL T. MEIKLEJOHN, Reg. No. 26,569; DAVID J. MAKI, Reg. No. 31,392; RICHARD G. SHARKEY, Reg. No. 32,629; DAVID V. CARLSON, Reg. No. 31,153; MAURICE J. PIRIO, Reg. No. 33,273; KARL R. HERMANN, Reg. No. 33,507; DAVID D. MCMASTERS, Reg. No. 33,963; MICHAEL J. DONOHUE, Reg. No. 35,859; CHRISTOPHER J. DALEY-WATSON, Reg. No. 34,807; STEVEN D. LAWRENZ, Reg. No. 37,376; ROBERT G. WOOLSTON, Reg. No. 37,263; ELLEN M. BIERMAN, Reg. No. 38,079; PAUL T. PARKER, Reg. No. 38,264; JOHN C. STEWART, Reg. No. 40,188; ANN T. KADLECEK, Reg. No. 39,244; DAVID W. PARKER, Reg. No. 37,414; BRIAN G. BODINE, Reg. No. 40,520; FRANK ABRAMONTE, Reg. No. 38,066; E. RUSSELL TARLETON, Reg. No. 31,800; FREDERICK M. FLIEGEL, Reg. No. 36,138; JAN CAROL LITTLE, Reg. No. 41,181; THOMAS L. EWING, Reg. No. 34,328; KEVIN S. COSTANZA, Reg. No. 37,801; DALE C. BARR, Reg. No. 40,498; KEVIN S. ROSS, Reg. No. 42,116; PAUL F. RUSYN, Reg. No. 42,118; JOHN M. WECHKIN, Reg. No. 42,216; THOMAS E. LOOP, Reg. No. 42,810; STEPHEN J. ROSENMAN, Reg. No. 43,058; BRIAN L. JOHNSON, Reg. No. 40,033; JAMES D. WHITE, Reg. No. P-43,985; KIMTON N. ENG, Reg. No. P-43,605; SUSAN DENISE

BETCHER, Reg. No. P-43,498; and DENNIS M. DEGUZMAN, Reg. No. 41,702, comprising the firm of SEED AND BERRY LLP, 6300 Columbia Center, Seattle, Washington 98104-7092, as our attorneys to prosecute this application and transact all business in the Patent and Trademark Office connected therewith. Please direct all telephone calls to **Maurice Pirio** at (206) 622-4900 and telecopies to (206) 682-6031.

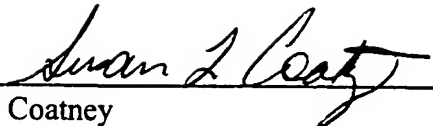
We further declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further, that these statements were made with the knowledge that the making of willfully false statements and the like is punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and may jeopardize the validity of any patent issuing from this patent application.


 Gail A. Alverson

Date 2/4/99
 Residence : City of Seattle, County of King
 State of Washington
 Citizenship : United States of America
 P.O. Address : 6827 54th Avenue Northeast
 Seattle, WA 98115


 Charles David Callahan, II

Date 2/4/99
 Residence : City of Seattle, County of King
 State of Washington
 Citizenship : United States of America
 P.O. Address : 3003 Northeast 193rd
 Seattle, WA 98155



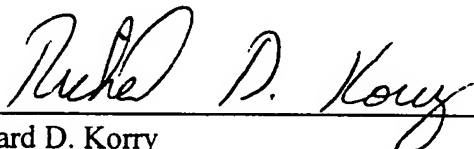
Susan L. Coatney

Date 2/4/99
Residence : City of Federal Way, County of King
State of Washington
Citizenship : United States of America
P.O. Address : 28925 Thirteenth Ave S.
Federal Way, WA 98003



Brian D. Koblenz

Date 2/4/99
Residence : City of Seattle, County of King
State of Washington
Citizenship : United States of America
P.O. Address : 2644 West Boston Street
Seattle, WA 98199



Richard D. Korry

Date Feb 4, 1999
Residence : City of Seattle, County of King
State of Washington
Citizenship : United States of America
P.O. Address : 2108 Northeast 81st Place
Seattle, WA 98115



4

Burton J. Smith

Date

Feb. 8, 1999

Residence

:

City of Seattle, County of King
State of Washington

Citizenship

:

United States of America

P.O. Address

:

923 21st Avenue East
Seattle, WA 98112

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(902115.401)

PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicants : Gail A. Alverson, Charles David Callahan II, Susan L. Coatney,
 Brian D. Koblenz, Richard D. Korry, and Burton J. Smith

Application No. : 09/192,205

Filed : November 13, 1998

For : USER PROGRAM AND OPERATING SYSTEM INTERFACE IN
 A MULTITHREADED ENVIRONMENT

Docket No. : 902115.401

Box Missing Parts
 Assistant Commissioner for Patents
 Washington, DC 20231

ELECTION UNDER 37 C.F.R. §§ 3.71 AND 3.73 AND POWER OF ATTORNEY

The undersigned, being Assignee of the entire interest in the above-identified application by virtue of an Assignment filed concurrently herewith, hereby elects, under 37 C.F.R. § 3.71, to prosecute the application to the exclusion of the inventor.

Assignee hereby appoints RICHARD W. SEED, Reg. No. 16,557; ROBERT J. BAYNHAM, Reg. No. 22,846; EDWARD W. BULCHIS, Reg. No. 26,847; GEORGE C. RONDEAU, JR., Reg. No. 28,893; DAVID H. DEITS, Reg. No. 28,066; WILLIAM O. FERRON, JR., Reg. No. 30,633; PAUL T. MEIKLEJOHN, Reg. No. 26,569; DAVID J. MAKI, Reg. No. 31,392; RICHARD G. SHARKEY, Reg. No. 32,629; DAVID V. CARLSON, Reg. No. 31,153; MAURICE J. PIRIO, Reg. No. 33,273; KARL R. HERMANNNS, Reg. No. 33,507; DAVID D. MCMASTERS, Reg. No. 33,963; MICHAEL J. DONOHUE, Reg. No. 35,859; CHRISTOPHER J. DALEY-WATSON, Reg. No. 34,807; STEVEN D. LAWRENZ, Reg. No. 37,376; ROBERT G. WOOLSTON, Reg. No. 37,263; ELLEN M. BIERMAN, Reg. No. 38,079; PAUL T. PARKER, Reg. No. 38,264; JOHN C. STEWART, Reg. No. 40,188; ANN T. KADLECEK, Reg. No. 39,244; DAVID W. PARKER, Reg. No. 37,414; BRIAN G. BODINE, Reg. No. 40,520; FRANK ABRAMONTE, Reg. No. 38,066; E. RUSSELL

TARLETON, Reg. No. 31,800; FREDERICK M. FLIEGEL, Reg. No. 36,138; JAN CAROL LITTLE, Reg. No. 41,181; THOMAS L. EWING, Reg. No. 34,328; KEVIN S. COSTANZA, Reg. No. 37,801; DALE C. BARR, Reg. No. 40,498; KEVIN S. ROSS, Reg. No. 42,116; PAUL F. RUSYN, Reg. No. 42,118; JOHN M. WECHKIN, Reg. No. 42,216; THOMAS E. LOOP, Reg. No. 42,810; STEPHEN J. ROSENMAN, Reg. No. 43,058; BRIAN L. JOHNSON, Reg. No. 40,033; JAMES D. WHITE, Reg. No. P-43,985; KIMTON N. ENG, Reg. No. P-43,605; SUSAN DENISE BETCHER, Reg. No. P-43,498; and DENNIS M. DEGUZMAN, Reg. No. 41,702, comprising the firm of SEED AND BERRY LLP, 6300 Columbia Center, Seattle, Washington 98104-7092, as its attorneys to prosecute this application and transact all business in the Patent and Trademark Office connected therewith. Please direct all telephone calls to Maurice J. Pirio at (206) 622-4900 and telecopies to (206) 682-6031.

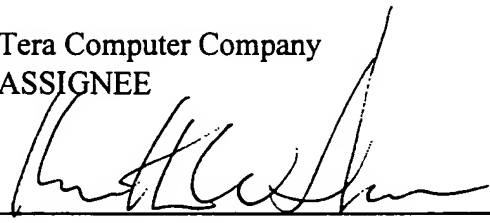
Please direct all communications to:

Maurice J. Pirio, Esq.
Seed and Berry LLP
6300 Columbia Tower
701 Fifth Avenue
Seattle, Washington 98104-7092

Pursuant to 37 C.F.R. § 3.73, the undersigned duly authorized designee of Assignee certifies that the evidentiary documents have been reviewed, specifically the Assignment to Tera Computer Company filed concurrently herewith for recording, a copy of which is attached hereto, and certifies that to the best of my knowledge and belief, title remains in the name of the Assignee.

February 9, 1999
DATE

Tera Computer Company
ASSIGNEE


Kenneth W. Johnson
Chief Financial Officer & General Counsel

Enclosure:
Copy of Assignment

ASSIGNMENT

WHEREAS, we, Gail A. Alverson, Charles David Callahan, II, Susan L. Coatney, Brian D. Koblenz, Richard D. Korry and Burton J. Smith (hereinafter referred to as ASSIGNORS), having post office addresses of 6827 54th Avenue Northeast, Seattle, WA, 98115; 3003 Northeast 193rd, Seattle, WA, 98155; 28925 Thirteenth Avenue South, Federal Way, WA, 98003; 2644 West Boston Street, Seattle, WA 98199; 2108 Northeast 81st Place, Seattle, WA, 98115; and 923 21st Avenue East, Seattle, WA 98112, respectively, are the joint inventors of an invention entitled "USER PROGRAM AND OPERATING SYSTEM INTERFACE IN A MULTITHREADED ENVIRONMENT," as described and claimed in the specification for which an application for United States letters patent was filed on November 13, 1998, and assigned Application No. 09/192,205.

WHEREAS, Tera Computer Company (hereinafter referred to as ASSIGNEE), a corporation of the State of Washington having a place of business at Merrill Place, 411 First Avenue South, Suite 600, Seattle, WA 98104, is desirous of acquiring the entire right, title and interest in and to the invention and in and to any letters patent that may be granted therefor in the United States and in any and all foreign countries;

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNORS hereby sell, assign and transfer unto said ASSIGNEE the entire right, title and interest in and to said invention, said application and any and all letters patent which may be granted for said invention in the United States of America and its territorial possessions and in any and all foreign countries, and in any and all divisions, reissues and continuations thereof, including the right to file foreign applications directly in the name of ASSIGNEE and to claim priority rights deriving from said United States application to which said foreign applications are entitled by virtue of international convention, treaty or otherwise, said invention, application and all letters patent on said invention to be held and enjoyed by ASSIGNEE and its successors and assigns as fully and entirely as the same would have been held and enjoyed by ASSIGNORS had this assignment, transfer and sale not been made. ASSIGNORS hereby authorize and request the Commissioner of Patents and Trademarks to issue all letters patent on said invention to ASSIGNEE. ASSIGNORS agree to execute all instruments and documents required for the making and prosecution of applications for United States and foreign letters patent on said invention, for litigation regarding letters patent, or for the purpose of protecting title to said invention or letters patent therefor.

2/4/99
Date
State of Washington
County of King

Gail A. Alverson
Gail A. Alverson

ss.

I certify that I know or have satisfactory evidence that Gail A. Alverson is the person who appeared before me, and said person acknowledged that she signed this instrument and acknowledged it to be her free and voluntary act for the uses and purposes mentioned in the instrument.

Dated 2/4/99
Signature of Notary Public Carol Lynn Schlaff
Printed Name Carol Lynn Schlaff
My appointment expires 11/20/99

2/4/99
Date
State of Washington
County of King

Charles David Callahan, II
Charles David Callahan, II

ss.

I certify that I know or have satisfactory evidence that Charles David Callahan, II is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated 2/4/99
Signature of Notary Public Carol Lynn Schlaff
Printed Name Carol Lynn Schlaff
My appointment expires 11/20/99

2/4/99
Date
State of Washington
County of King

Susan L. Coatney
Susan L. Coatney

ss.

I certify that I know or have satisfactory evidence that Susan L. Coatney is the person who appeared before me, and said person acknowledged that she signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated 2/4/99
Signature of Notary Public Carol Lynn Schlaff
Printed Name Carol Lynn Schlaff
My appointment expires 11/20/99

2/4/99
Date
State of Washington
County of King

Brian D. Koblenz
Brian D. Koblenz

ss.

I certify that I know or have satisfactory evidence that Brian D. Koblenz is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated 2/4/99
Signature of Notary Public Carol Lynn Schlaff
Printed Name Carol Lynn Schlaff
My appointment expires 11/20/99

Feb 4, 1999
Date

Richard D. Korry
Richard D. Korry

State of Washington)

County of King)

ss.

I certify that I know or have satisfactory evidence that Richard D. Korry is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated 2/4/99

Signature of Notary Public Carol Lynn Schlaff

Printed Name Carol Lynn Schlaff

My appointment expires 11/20/99

Feb. 8, 1999
Date

B. J. Smith
Burton J. Smith

State of Washington)

County of King)

ss.

I certify that I know or have satisfactory evidence that Burton J. Smith is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated 2/8/99

Signature of Notary Public Carol Lynn Schlaff

Printed Name Carol Lynn Schlaff

My appointment expires 11/20/99

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PATENT

I hereby certify that on the date specified below, this correspondence is being deposited with the United States Postal Service as first-class mail in an envelope addressed to the Assistant Commissioner for Patents, Washington, D.C. 20231.

11/22/99
Date _____
James A.D. White
James A.D. White

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicants : Gail A. Alverson et al.
Application No. : 09/192,205
Filed : November 13, 1998
For : USER PROGRAM AND OPERATING SYSTEM
INTERFACE IN A MULTITHREADED ENVIRONMENT

Art Unit : 2756
Docket No. : 324758001US
Date : November 17, 1999

Assistant Commissioner for Patents
Washington, DC 20231

REVOCATION AND SUBSTITUTE POWER OF ATTORNEY

Sir:

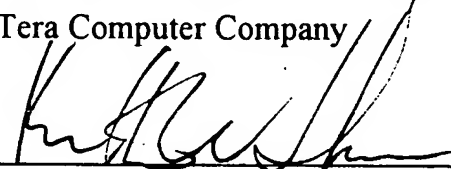
In the matter of the above-identified application, I, Kenneth W. Johnson, declare that I am the Vice President – Finance and General Counsel of Tera Computer Company, the assignee of the entire interest. Documentary evidence of chain of title from the original owners to Tera Computer Company has been filed with and recorded by the United States Patent Office at Reel 010084, Frame 0108. The evidentiary documents referred to in the instant Revocation and Substitute Power of Attorney have been reviewed by the undersigned, and it is certified that, to the best of my knowledge and belief, title is in Tera Computer Company. I hereby revoke all power of attorney

heretofore given and appoint JERRY A. RIEDINGER, Registration No. 30,582; MAURICE J. PIRIO, Registration No. 33,273; JOHN C. STEWART, Registration No. 40,188; MICHAEL D. BROADDUS, Registration No. 41,637; BRIAN P. MCQUILLEN, Registration No. 41,989; TARANEH MAGHAME, Registration No. 43,768; CATHERINE HONG TRAN, Registration No. 43,960; ROBERT G. WOOLSTON, Registration No. 37,263; PAUL T. PARKER, Registration No. 38,264; JOHN M. WECHKIN, Registration No. 42,216; BRIAN G. BODINE, Registration No. 40,520; CHRISTOPHER DALEY-WATSON, Registration No. 34,807, STEVEN D. LAWRENZ, Registration No. 37,376; and JAMES A.D. WHITE, Registration No. 43,985, as the principal attorneys with full power of substitution, association, and revocation to prosecute said application, to transact all business in the Patent and Trademark Office connected therewith, and to receive the letters patent therefor. Please direct all future correspondence to:

Patent-SEA
Perkins Coie LLP
1201 Third Avenue, Suite 4800
Seattle, Washington 98101-3099
Attn: James A.D. White

and direct all telephone calls to (206) 583-8888 and telecopies to (206) 583-8500.

Nashua 19, 1999
Date

Tera Computer Company


Kenneth W. Johnson
Vice President – Finance and General Counsel

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

ARTICLES OF AMENDMENT

of

TERA COMPUTER COMPANY

CHANGING NAME TO CRAY INC.

as filed in this office on April 3, 2000.



Date: August 11, 2000

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


Ralph Munro, Secretary of State

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
TERA COMPUTER COMPANY

FILED
STATE OF WASHINGTON
APR 03 2000
RALPH MUNRO
SECRETARY OF STATE

Articles of Amendment to the Restated Articles of Incorporation of Tera Computer Company, a Washington corporation, are herein executed by said corporation, pursuant to the provisions of RCW 23B.01.200 and RCW 23B.10.060, as follows:

1. The name of the corporation is Tera Computer Company.
2. The amendment to the Restated Articles of Incorporation of this corporation deletes the language of Article I in its entirety and replaces such Article with the following language:

ARTICLE I

Name

The name of the Corporation is Cray Inc.

3. No exchange, reclassification or cancellation of issued shares shall be effected by this amendment.
4. The date of the adoption of said amendment by the Board of Directors of said corporation was February 22, 2000.
5. The amendment to the Restated Articles of Incorporation was duly approved by the Board of Directors in accordance with the provisions of RCW 23B.10.020, and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment in an official and authorized capacity under penalty of perjury this 3rd day of April, 2000.

TERA COMPUTER COMPANY

By: 

Kenneth W. Johnson,
Its Vice President-Finance, Chief
Financial Officer and Secretary

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF AMENDMENT

TO

TERA COMPUTER COMPANY

a Washington Profit corporation. Articles of Amendment were filed for record in this
office on the date indicated below.

Changing name to CRAY INC.

UBI Number: 601 058 422

Date: April 03, 2000



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State

2-394156-0